

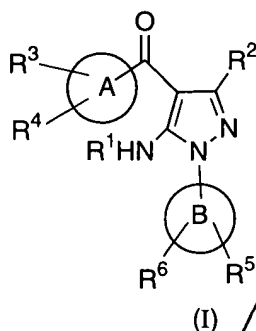
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March 2, 1999, and U.S. Provisional Application Serial No. 60/130,369, filed April 21, 1999, all of which are incorporated herein by reference in their entirety.---

IN THE CLAIMS

Please cancel Claims 18 and 33-37

Please amend Claims 1, 2, 16 and 17 as follows:

A2
1. (Amended herein) A compound selected from the group of compounds represented by Formula (I):



wherein:

R¹ is hydrogen or acyl;

R² is hydrogen or alkyl;

A and B are both simultaneously an aryl or a heteroaryl ring;

R³ is selected from the group consisting of:

- (c) optionally substituted heterocyclyl;
- (d) optionally substituted aryl or heteroaryl;
- (e) heteroalkyl substituted with a heteroaryl or heterocyclyl group;
- (f) heteroalkenyl;
- (g) heteroalkynyl;
- (i) heteroalkylamino;
- (j) optionally substituted heterocyclylalkyl;
- (k) optionally substituted heterocyclylalkenyl;
- (l) optionally substituted heterocyclylalkynyl;

- (m) optionally substituted heterocyclalkoxy, cycloxy or heterocycloxy;
- (n) optionally substituted heterocyclalkylamino;
- (o) optionally substituted heterocyclalkylcarbonyl;
- (p) heteroalkylcarbonyl;
- (s) -Y-(alkylene)-R⁹ where:
 Y is a single bond, -O-, -NH- or -S(O)_n- (where n is an integer from 0 to 2); and
 R⁹ is cyano, optionally substituted heteroaryl, -COOH, -COR¹⁰, -COOR¹¹, -CONR¹²R¹³, -SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, -NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹, where R¹⁰ is alkyl or optionally substituted heterocycle, R¹¹ is alkyl, and R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (t) -C(=NR²⁰)(NR²¹R²²) where R²⁰, R²¹ and R²² independently represent hydrogen, alkyl or hydroxy, or R²⁰ and R²¹ together are -(CH₂)_n- where n is 2 or 3 and R²² is hydrogen or alkyl;
- (u) -NHC(X)NR²³R²⁴ where X is -O- or -S-, and R²³ and R²⁴ are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (v) -CONR²⁵R²⁶ where R²⁵ and R²⁶ independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclalkyl, or R²⁵ and R²⁶ together with the nitrogen to which they are attached form an optionally substituted heterocycl ring;
- (x) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (y) arylaminoalkylene or heteroarylaminoalkylene;
- (z) Z-alkylene-NR³⁰R³¹ or Z-alkylene-OR³² where Z is -NH-, -N(lower alkyl)- or -O-, and R³⁰, R³¹ and R³² are independently of each other, hydrogen, alkyl or heteroalkyl;

(aa) -OC(O)-alkylene-CO₂H or -OC(O)-NR'R'' (where R' and R'' are independently hydrogen or alkyl); and

(bb) heteroarylalkenylene or heteroarylalkynylene;

R⁴ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) alkoxy; and
- (e) hydroxy;

R⁵ is selected from the group consisting of :

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) haloalkyl;
- (e) thioalkyl;
- (f) hydroxy;
- (g) amino;
- (h) alkylamino;
- (i) dialkylamino;
- (j) heteroalkyl;
- (k) optionally substituted heterocycle;
- (l) optionally substituted heterocyclalkyl;
- (m) optionally substituted heterocyclalkoxy;
- (n) alkylsulfonyl;
- (o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;
- (p) heteroalkoxy; and
- (q) carboxy;

A2
cont'd

R⁶ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl; and
- (d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

2. (Amended herein) The compound of Claim 1 wherein R³ is:

- (a) optionally substituted heterocyclyl;
- (b) aryl or heteroaryl both optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, SO₂R' (where R' is alkyl) or SO₂NHR'R'' (where R' and R'' are independently hydrogen or alkyl);
- (c) heteroalkyl substituted with a heteroaryl or a heterocyclyl group;
- (d) heteroalkenyl;
- (e) heteroalkylamino;
- (g) optionally substituted heterocyclylalkyl or heterocyclyoxy;
- (h) optionally substituted heterocyclylalkenyl;
- (i) optionally substituted heterocyclylalkynyl;
- (j) optionally substituted heterocyclylalkoxy;
- (k) optionally substituted heterocyclylalkylamino;
- (l) optionally substituted heterocyclylalkylcarbonyl;
- (k) -Y-(alkylene)-R⁹ where Y is a single bond, -O- or -NH- and R⁹ is optionally substituted heteroaryl, -CONR¹²R¹³, SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, -NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹ where R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are independently of each other hydrogen, alkyl or heteroalkyl;
- (l) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (m) arylaminoalkylene or heteroarylaminoalkylene; or